

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

In re:

CHAPTER 11

FRED FULLER OIL & PROPANE CO., INC.,

Case No. 14-12188

Debtor

**DEBTOR'S EMERGENCY MOTION FOR ORDER
AUTHORIZING USE OF CASH COLLATERAL
AND PROVISION OF ADEQUATE PROTECTION**

The debtor in possession, **Fred Fuller Oil & Propane Co., Inc.** (the "Debtor"), respectfully moves this Court as follows:

INTRODUCTION AND REQUESTED RELIEF

1. Pursuant to Code Sections 105, 363 and 361, the Debtor asks this Court to authorize the Debtor to use the proceeds of its inventory, accounts and other Cash Collateral to pay the costs and expenses provided for in the Budget attached as Exhibit A for the period beginning on November 10, 2014 and ending on November 22, 2014 without further hearing in the absence of an objection by a Record Lienholder claiming a Lien on Cash Collateral, as defined in Section 363 of the Bankruptcy Code (the "Budget," "Initial Use Period," "Use Period").

2. The following exhibits are attached hereto and incorporated herein by reference:

- a.** Exhibit A Budget for the Use Period.
- b.** Exhibit B Jeffrey T. Varsalone's Declaration.
- c.** Exhibit C Beth E. Venuti's Declaration.

d. Exhibits D and E New Hampshire Secretary of State UCC Search Results Reports (collectively, the "UCC Lien Report").

3. According to the UCC Lien Reports attached as Exhibits D and E, the following persons and entities hold or claim to hold liens of record in, to or on Debtor's Cash Collateral, as defined in Code Section 363: (a) Sprague Operating Resources LLC f/k/a Sprague Energy Corp. ("Sprague") and (b) the New Hampshire Department of Revenue Administration (the "NHDRA" and the "Record Cash Collateral Lienholders").

4. Accompanying this Motion is a proposed Order (the "Order") granting the Debtor the relief requested herein (a) through the last day of the Initial Use Period and (b) from the first day of the Extended Use Period in the absence of a timely objection by a Record Lienholder or any other party in interest which is sustained by this Court following a hearing (the "proposed Order"). The proposed Order:

a. Limits to \$1,009,000, with a cumulative variance of 10% on disbursements, the amount of Cash Collateral, which the Debtor may spend through the last day of the Use Period.

b. Grants each Record Lienholder a replacement lien on the Debtor's post-petition Cash Collateral subject to, and on the terms and conditions set forth in the proposed Order.

c. Expires as of the earliest date on which a preliminary or final hearing on Cash Collateral can be held under the notice and service requirements of Bankruptcy Rules 4001(b) and (d) and 7004(h) absent the entry of an order extending it.

CONCURRENCE CERTIFICATE

5. No Committee has yet been appointed in this Case.
6. The Debtor has discussed this Motion and the nature and extent of the use of cash collateral which will be limited to buying inventory and paying payroll with counsel to Sprague, the New Hampshire Attorney General and the United States Trustee.
7. The Debtor served a copy of this Motion as required by F.R.B.P. 4001, F.R.B.P. 2002 and LBR 4001-2, as shown by the Service List attached hereto.

JURISDICTION

8. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
9. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

PROCEDURAL HISTORY

10. On November 10, 2014, the Debtor commenced its reorganization case by filing with this Court a petition for relief under Chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Petition Date" or "Filing Date" and "Code").

11. The Debtor is continuing in possession of its property and is operating and managing its business as debtor in possession pursuant to sections Code Sections 1107 and 1108 of the Code.

BASIS FOR REQUESTED RELIEF

11. Attached to this Motion is the Budget prepared by Jeffrey T. Varsalone of CBIZ Corporate Recovery Services, whom the Debtor proposes to retain as the Debtor's Chief

Restructuring Officer (the “Varsalone” or the “CRO”), with information provided by and the assistance of employees of the Debtor. The Budget and his Declaration are attached as Exs. A and B.

12. The Budget projects the amount of projected receipts and disbursements as required by LBR 4001-2(d) and shows that:

a. Between cash on hand and revenue, the Debtor will suffer negative cash flow during the Use Period.

b. The Debtor expects to be able to pay its operating costs and expenses during the Interim Use and Use Period.

13. “Cash Collateral” means and includes for the purposes of this Motion “cash, deposit accounts and other cash equivalents ... in which the estate and an entity other than the estate have an interest, and includes the proceeds ... of property” of the estate, including inventory. Under Code Section 363(c)(2), a debtor may not use cash collateral without the consent of each “entity that has an interest in such cash collateral” or the “court ... authorizes such use.”

14. Only Cash Collateral Record Lienholders that held or may hold valid and enforceable, perfected security interests in Cash Collateral within the meaning of Code Section 506 on the Petition Date are entitled to adequate protection.

15. Sprague holds a lien of record on cash collateral.

16. NH DRA holds a lien of record on cash collateral.

17. The lien of record held Raymond C. Green Funding, LLC (“Green” and the “Green Lien”) does not encumber cash collateral.

18. On a reorganization value basis, the Debtor valued its Property at more than \$15,000,000 on the Petition Date, including \$206,000 in cash, \$3,499,400 in accounts receivable, approximately, \$500,000 in inventory, long-term leases of its business and distribution facilities and general intangibles including its customer list.

19. As the First in Time Record Lienholder which asserts a claim in the amount of \$4,700,000, Sprague has an equity cushion of at least \$10,000,000.

20. The Operating Expenses will be incurred in the ordinary course of the Debtor's on-going business during the Use Period.

21. The Budget permits the Debtor to purchase inventory and pay payroll. It does not include salary payable to insiders, except for Fred Fuller's sons-in-law which total approx. \$2,500 per week (the "Operating Expenses"). If the Debtor cannot continue to purchase inventory and make its payroll, it will not be able to continue its business operations for the benefit of its customers, creditors and other parties in interest.

22. The Budget projects and summarizes fairly and accurately the expected results of Debtor's business operations on a cash flow basis during the Use Period based on the information available to the Debtor at this time based on historic revenues and expenses. It does not include receipts on accounts receivable more than 90 days old.

23. Although the Debtor will suffer a negative cash flow during the Use Period, the Debtor expects to have sufficient cash on hand to cover the loss. The Debtor has already reduced significantly the burden on its cash flow by suspending temporarily the salaries paid insiders, except as disclosed in this Motion. In addition, the Debtor has increased its efforts to collect the more than \$1,000,000 in over 90-day receivables

24. Without the use of Cash Collateral, the reorganization of the Debtor will be impossible.

25. The use of Cash Collateral is essential to an effective reorganization of the Debtor.

26. The Debtor has the ability to reorganize its business and affairs for the benefit of its creditors and equity holders, but is also making an active search for a strategic or financial investor, partner or ally. It is involved in negotiations with three (3) prospective purchasers. Preliminary analyses show that it is more probable than not that the Debtor will generate EBIDTA from operations. At this time, Debtor expects to be able to propose a confirmable plan.

27. The Debtor's business and assets have far more value in reorganization than in a liquidation.

28. Without the ability to meet its payroll and purchase inventory, this reorganization will be stopped in its tracks. Creditors will be irreparably and unnecessarily harmed.

29. Pending a hearing on this Motion, this Court should grant the Debtor and its bankruptcy estate the relief requested in this Motion on an ex parte, emergency basis.

WHEREFORE, the Debtor respectfully requests this Court to issue and enter the proposed Order attached hereto and grant the Debtor such further relief as may prove to be equitable, fair and lawful.

Respectfully submitted,

DATED: November 12, 2014

/s/ William S. Gannon
William S. Gannon, BNH 01222

Counsel to:

FRED FULLER OIL & PROPANE CO., INC.

WILLIAM S. GANNON, PLLC
889 Elm Street, 4th Floor
Manchester, NH 03101
PH: (603) 621-0833

CERTIFICATE OF SERVICE

I hereby certify that on this date I served the foregoing pleading on each person named below by causing it to be filed electronically via the CM/ECF filing system or mailed by first-class United States Mail, postage pre-paid, or in such other manner as may be indicated:

All Persons on the attached Service Lists.

DATED: November 12, 2014

/s/ Beth E. Venuti
Beth E. Venuti

APPEARANCES SERVICE LIST
In Re: Fred Fuller Oil & Propane Co., Inc., Chapter 11, Case No. 14-12188

Lawrence M. Edelman on behalf of Sprague Operating Resources, LLC – via ECF

Office of the U.S. Trustee – via ECF

Peter C.L. Roth on behalf of State of New Hampshire -- via ECF

Internal Revenue Service
Special Procedures Function
P.O. Box 9502
Portsmouth, NH 03802

Internal Revenue Service
Centralized Insolvency Operations
P.O. Box 7346
Philadelphia, PA 19101-7346

State of New Hampshire
Dept. of Employment Security
Attn: Arnold Rocklin-Weare
32 South Main Street
Concord, NH 03301

LIST OF RECORD LIENHOLDERS
In Re: Fred Fuller Oil & Propane Co., Inc., Chapter 11, Case No. 14-12188

Sprague Operating Resources, LLC
To Attorney via ECF

NH Dept of Revenue Administration
Collection Division
P.O. Box 454
Concord, NH 03302-0454

20 LARGEST CREDITOR SERVICE LIST
In Re: Fred Fuller Oil & Propane Co., Inc., Chapter 11, Case No. 14-12188

PretiFlaherty
P.O. Box 1318
Concord, NH 03302-1318

Blue Cow
50 Salem Street
Lynnfield, MA 01940

City of Laconia-Tax Collector
P.O. Box 489
Laconia, NH 03247

Dawn Coppola
1345 Union Street
Manchester, NH 03104

Dufresne & Lekas LLC
12 Parmenter Road
Londonderry, NH 03053

Energy Kinetics Inc
103 Molasses Hill Road
Lebanon, NJ 08833

Eprint Inc
10 A Rebel Road
Hudson, NH 03051-0326

Fred Fuller
1345 Union Street
Manchester, NH 03104

Harvard Pilgrim Health Care Inc
P.O. Box 970050
Boston, MA 02297-0050

**J A MARINO AUTOMATIC HEATING
SUPPLY**
80 MAPLE STREET
Manchester, NH 03103

NATIONAL INTERSTATE INSURANCE
P.O. BOX 547
Richfield, OH 44286-0547

Sanel Auto Parts Co
P.O. Box 504
Concord, NH 03302-0504

Sprague Energy
Box 847887
Boston, MA 02284-7887

Sullivan Tire Companies
P.O. Box 370
Rockland, MA 02370-0370

Tarantin Tank & Equipment Co
86 Venderveer Road
Freehold, NJ 07728

The Granite Group
P.O. Box 2004
Concord, NH 03302-2004

The Portland Group
P.O. Box 583
Framingham, MA 01702-0583

Town of Hudson-Tax Collector
12 School Street
Hudson, NH 03051

Town of Milford-Taxes
Real Estate Tax
P.O. Box 981036
Boston, MA 02298

Town of Northfield-Taxes
21 Summer Street
Northfield, NH 03276

EXHIBITA**BUDGET**

Fred Fuller Oil & Propane - Draft Cash Flow Forecast

Post-
Petition

	<i>P</i> W/E <u>11/15</u>	<i>P</i> W/E <u>11/22</u>	<u>Total</u>
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Receipts

Checks/Cash	245	395	640
Credit Cards	90	170	260
Total Receipts	335	565	900

Disbursements

Fuel Purchases	(300)	(500)	(800)
Post-Petition A/P	-	-	-
Payroll ⁽¹⁾	(70)	(94)	(164)
Payroll Taxes	-	(35)	(35)
Pass Through Fidelity 401(k)	-	(9)	(9)
Misc.	-	(1)	(1)
Total Disbursements	(370)	(639)	(1,009)
Beginning Cash	206	171	
Cash Flow	(35)	(74)	(109)
Ending Cash	171	97	

Current Asset Roll Forward

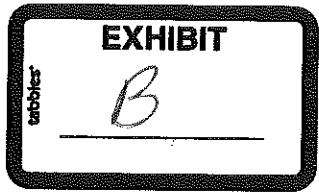
Cash	171	97
Inventory	590	550
Accounts Receivable ⁽²⁾	3,499	3,324
Total	4,260	3,971
Increase/(Decrease)	-	(289)

Notes:

1. Payroll excludes insiders Fred Fuller (President), Dawn Coppola (Office Manager), Rebecca Fuller (Office Clerk), Alison Carter (Office Clerk) and Laurie Reed (Office Clerk) and includes insiders Leonard Carter (Service Manager) and Fred Reed (Operations Manager). Total insider payroll is approximately \$2,500 per week.

2. Change in accounts receivable includes estimated 5% reduction in sales due to impact of chapter 11 filing. Impact is expected to reverse in future periods.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE



In re:

CHAPTER 11

FRED FULLER OIL & PROPANE CO., INC.,

Case No. 14-12188

Debtor

**JEFFREY T. VARSALONE'S DECLARATION IN SUPPORT OF
DEBTOR'S EMERGENCY MOTION FOR ORDER AUTHORIZING
USE OF CASH COLLATERAL AND PROVISION OF ADEQUATE PROTECTION**

Pursuant to 28 U.S.C. § 1746, I, Jeffrey T. Varsalone, do hereby declare and state,

under penalties of perjury that:

1. I am a Managing Director in the Corporate Recovery Services Group of CBIZ, Inc., d/b/a CBIZ MHM, LLC, a national accounting and consulting firm, having an address at 500 Boylston Street, Boston, MA, among others. I am the proposed Chief Restructuring Officer of the Debtor and have worked diligently on an expedited timeframe to familiarize myself with the Debtor and its business. For more than 15 years I have work for advisory firms advised debtors, creditors, official committees of unsecured creditors and other parties-in-interest in bankruptcy proceedings and out-of-court work outs throughout the country. I have and currently serve as a fiduciary to creditors as a post-confirmation and liquidating trustee. I have prepared expert reports on the solvency and valuation of distressed businesses and have testified in U.S Bankruptcy Courts in several matters on a variety of issues, including issues relating to the use of cash collateral and debtor-in-possession financing. Attached as Exhibit A is a copy of my summary biography.

2. I have personal knowledge of the matters set forth in this Declaration based on the work done with the Debtor, except in those instances in which the matter set forth herein is asserted upon information and belief. In each such instance, the matter so asserted is based upon information, which I believe to be true.

3. I have signed this Declaration with the understanding that it will be submitted to the United States Bankruptcy Court for the District of New Hampshire in support of the Debtor's Emergency Motion For Order Authorizing Use Of Cash Collateral and Provision of Adequate Protection prepared by the William S. Gannon PLLC, the Debtor's proposed General Bankruptcy Counsel with information provided by and the active participation and assistance of employees of the Debtor, each of whom appeared to be knowledgeable and competent with respect to the subject matter of our discussions (the "Motion").

4. I have read the Motion and the Exhibits attached to the Motion. To the best of my knowledge and belief, all of the statements made in the Motion are accurate and complete in all material respects.

5. The Office of the United States Trustee has not yet appointed an Official Committee of Unsecured Creditors.

6. I have reviewed carefully the Motion and the Exhibits attached to, accompanying or filed in support of the Motion.

7. This Declaration is based on, and incorporates the Motion, the Exhibits thereto, the Declaration of Beth E. Venuti, Paralegal and my own reasonable inquiries and investigations conducted in an expedited time frame. Except as otherwise defined herein, all words, terms and phrases defined in the Motion shall have be given the same meaning when used herein.

8. As required by Local Bankruptcy Rule 4001-2:

a. Based on information provided by the Debtor, the names and addresses of the persons holding or claiming to hold the 20 largest, unsecured claims against the Debtor, as shown by the Debtor's business records, are set forth in the Certificate of Service attached to the Motion.

b. The names and addresses of the persons holding or claiming to hold Record Lien against the Debtor's Cash Collateral, as provided by the Debtor and shown by the Debtor's business records and the New Hampshire Secretary of State, are set forth in the Motion.

c. Based upon my discussions with proposed General Bankruptcy Counsel to the Debtor, I understand that he has discussed the use of cash collateral on an interim basis with counsel to Sprague Operating Resources LLC f/k/a Sprague Energy Corp., the New Hampshire Attorney General and the United States Trustee.

d. I am generally familiar with the Debtor's business operations as shown on its business and financial records, including revenue and cost and expense.

e. With information provided by the Debtor and the assistance of Debtor's employees, I prepared the Budget attached to the Motion, which shows the receipts and disbursements to be paid during the Use Period.

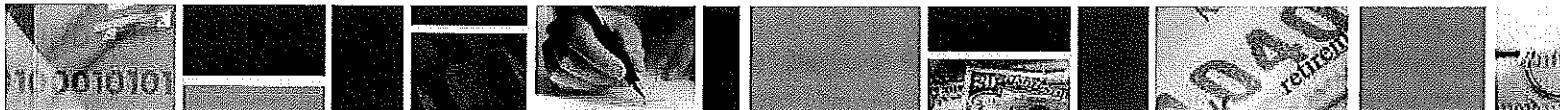
f. Based on my experience, general knowledge of the business operations of the Debtor, circumstances, conditions and facts, I believe that (1) the Budget is fair, reasonable and includes no more money than reasonably necessary to continue operations over the Initial Use Period and (2) absent material variances, the Debtor will be able to meet and satisfy the Debtor's adequate protection obligations under the order approving the Motion.

9. To the best of my knowledge and belief, the statements made by me herein are complete and true in all material respects.

Respectfully submitted,

Dated: November 12, 2014

/s/Jeffrey T. Varsalone
Jeffrey T. Varsalone
Managing Director
CBIZ Corporate Recovery Services
Proposed Chief Restructuring Officer



Jeffrey T. Varsalone, J.D.

Managing Director, CBIZ MHM, LLC

Jeffrey T. Varsalone, a Managing Director in the Corporate Recovery Group, is based in Boston, MA. Mr. Varsalone specializes in special situations transactional services, including distressed company services, creditor advisory services and investor advisory services. He has over 15 years of experience in distressed transactions, including restructuring, turnaround, workouts and representing the various parties-in-interest in chapter 11 bankruptcies.

Expertise

- Recapitalizations
- Going concern or partial sales
- Financing solutions
- Profit improvement
- Managing liquidity crises
- Negotiation of recovery solutions
- Inter-creditor negotiations
- Distressed buy-side advisory

Experience

- Mr. Varsalone's experience covers a wide range of industries including retail, construction, consumer products, media, manufacturing, real estate, restaurant, technology and transportation.
- Mr. Varsalone is experienced in providing liquidity solutions, assessing business plan viability, structuring plans of reorganization and conducting §363 asset sale processes.
- Mr. Varsalone has prepared expert reports on the solvency and valuation of distressed businesses and has testified in U.S. Bankruptcy Courts on variety of issues.

Testimony/Depositions

- *In re Leticia, Inc.* – cash collateral and viability
- *In re One2One Communications* – plan feasibility
- *In re Avado Brands* – sale and settlement
- *In re Electronics Expo* – going concern sale
- *In re Lang Holdings* – going concern sale
- *In re Harvey Electronics* – DIP financing

Representative Cases

- Borders
- Reader's Digest
- Mervyn's Holdings
- AviStar/Fasttrack Airport Parking
- KB Toys
- 4Kids Entertainment
- WordWorld
- Jackson Hewitt
- Electronics Expo
- SP Newsprint
- Chopper Logistics

Background

Education

J.D. - St. John's University School of Law

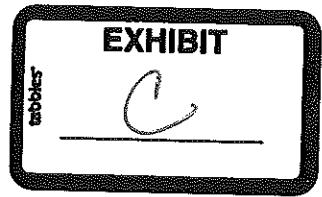
B.A. - Boston College

Professional Licenses and Memberships

- American Bankruptcy Institute
- Turnaround Management Association
- Commercial Finance Association
- Association of Insolvency and Restructuring Advisors



UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE



In re:

CHAPTER 11

FRED FULLER OIL & PROPANE CO., INC.,

Case No. 14-12188

Debtor

**BETH E. VENUTI'S DECLARATION IN SUPPORT OF
DEBTOR'S EMERGENCY MOTION FOR ORDER AUTHORIZING USE OF CASH
COLLATERAL AND PROVISION OF ADEQUATE PROTECTION
REGARDING UCC-LIEN SEARCH AND
PROVENANCE OF DOCUMENTS ATTACHED AS EXHIBITS**

Pursuant to 28 U.S.C. § 1746, I, Beth E. Venuti (the “Declarant”), do hereby declare under penalty of perjury that:

1. I am over 18 years of age and have signed this Declaration with the understanding that it will be submitted to the United States Bankruptcy Court for the District of New Hampshire in support of Debtor’s Emergency Motion For Order Authorizing Use Of Cash Collateral And Provision Of Adequate Protection (the “Motion”).

2. I have personal knowledge of the matters set forth in my Declaration and all of the statements made herein are true and correct to the best of my knowledge and belief.

3. I am employed by William S. Gannon PLLC as a paralegal. My prior legal experience is outlined in my resume attached as Exhibit C-1. In the course of my employment, I have become familiar with the process of searching the indices of records pertaining to financing statements, security interests and other voluntary and involuntary liens of record (collectively, “Lien Records” and “Record Liens”) filed with the offices of Secretaries of State, including the Department of State of the State of New Hampshire (the “Department of State”).

4. On November 12, 2014, I searched electronically the indices of the New Hampshire Department of State for the purpose of identifying Liens filed against the Debtor in this case.

5. The Liens Filing Search Results Reports that I obtained from the New Hampshire Department of State are attached to the Motion as Exhibit D and E (the “UCC Reports”). According to the UCC Reports, eight (8) chains of unlapsed Financing Statements in the UCC Information Management System name the Debtor as the debtor. The chain filed by Corporation Service Company, as Representative which appears on Exhibit D and in duplicate on Exhibit E was terminated by the Creditor.

6. The UCC Reports included a hyperlink to the UCC-1 Filing History, which contained a hyperlink to the UCC Financing Statements and other liens of record (collectively, “Record Liens” and “Record Lien Notices”), which name the Debtor, as debtor and the following persons and entities as a secured party or a lienholder (collectively, the “Record Lienholders”):

- a. Sprague Operating Resources, LLC;
- b. NH Department of Revenue Administration; and,
- c. Raymond C. Green Funding, LLC.

7. Exhibits C-2 through C-7 summarize the Collateral claimed by each Record Lienholder.

8. The proposed Debtor’s Counsel has explained the meaning of “cash collateral” to me (“Cash Collateral”).

9. Only the following Record Lienholders seem to claim an interest in Cash

Collateral (the “Cash Collateral Record Liens”):

- a. Sprague Operating Resources, LLC (two liens filed 12/22/2011 and 12/10/2012);
- b. NH Department of Revenue Administration (one lien filed 2/13/2012).

10. All of the Exhibits attached hereto, are a complete, genuine and true copies of the documents on file with the Department of State according to the UCC Report and the Lien Search Results, as described herein.

11. Further, the Declarant sayeth not.

Respectfully submitted,

DATED: November 12, 2014

/s/ Beth E. Venuti
Beth E. Venuti, Declarant

Beth Elena Venuti**EXHIBIT**C-1**Professional Experience:**

August 1992 — May 1997 Kushner & Sanders (Wellesley, MA)

I was hired as a clerk in the foreclosure department. I was promoted to paralegal in the foreclosure department. During this time, I administered the foreclosure process from initial intake through foreclosure deed. I also assisted the Bankruptcy and Corporate departments. I drafted various bankruptcy pleadings and maintained corporate books. Eventually, I was moved to the litigation department where I worked on Personal Injury and Civil Litigation cases. I drafted many documents and pleadings. I created various checklists and tracking forms to better organize and streamline the firm's foreclosure, bankruptcy and personal injury procedures.

May 1997 – August 2000 Schreiber & Associates, P.C. (Danvers, MA)

I assisted a Chapter 7 Trustee in administering bankruptcy estates, drafting pleadings, preparing periodic reports in accordance with federal and local rules/guidelines, investigating and liquidating assets, maintaining estate bankruptcy estate accounts, ordering supplies, scheduling meetings and depositions; liaison between attorneys, Debtors, creditors, U.S. Trustee personnel, Court personnel and interested parties. I assisted a Chapter 11 Trustee in the operations associated with a golf course, maintaining bankruptcy estate bank accounts, processing payroll, processing accounts payable and receivable.

August 2000 — April 2004 The McCabe Group, P.C. (Boston, MA)

I was the senior paralegal providing administrative support to attorneys in all areas of their litigation practice. I prepared pleadings, provided analysis of documentation and data, created and maintained timelines to assist in complex litigation cases. I maintained and organized case documentation.

June 2004 —November 2009 Sheehan Phinney Bass + Green, PA (Manchester, NH)

This firm created a new paralegal position for me in their bankruptcy department. I was initially responsible for providing administrative support for two attorneys in all areas of their bankruptcy practice, preparing forms and various pleadings, and providing detailed analysis of documentation and data. Within approximately six months of my hiring date, the senior partner told me that he would like to apply for a Chapter 7 Trusteeship. He asked me if I would administer his Chapter Trustee practice, if he was appointed, as I had extensive experience doing so at a prior employer. He applied and was subsequently appointed. assisted the Chapter 7 Trustee in administering bankruptcy estates, drafting pleadings, preparing periodic reports in accordance with federal and local rules/guidelines, investigating and liquidating assets, maintaining bankruptcy estate accounts, ordering supplies, scheduling meetings and depositions and acting as primary contact person for attorneys, Debtors, creditors, U.S. Trustee personnel, Court personnel and interested parties.

Education:

Northeastern University - Paralegal Certificate Program completed 1993.

Additional Information:

Notary Public and Justice of the Peace for the State of New Hampshire.

EXHIBIT

C-2

File Number: 20100003933B

Date Filed: 02/22/2010 04:30 PM

William M. Gardner
Secretary of State

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
603-622-0433

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Windward Petroleum, Inc.
1064 Goffs Falls Road
Manchester NH 03103State of New Hampshire
UCC1 Initial Filing 1 Page(s)

T1005354057

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
Fred Fuller Oil Company, Inc.

OR 1b. INDIVIDUAL'S LAST NAME

	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 55 Bay Street	CITY Laconia	STATE NH	POSTAL CODE 03246
1d. SEE INSTRUCTIONS ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corp	1f. JURISDICTION OF ORGANIZATION NH	1g. ORGANIZATIONAL ID #, if any

 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME	FIRST NAME	MIDDLE NAME	SUFFIX
OR 2b. INDIVIDUAL'S LAST NAME			
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE
2d. SEE INSTRUCTIONS ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any

 NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
Windward Petroleum, Inc.

OR 3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 1064 Goffs Falls Road	CITY Manchester	STATE NH	POSTAL CODE 03103

 USA

4. This FINANCING STATEMENT covers the following collateral:

- 2 Graco 203-876 Fireball Oil Pumps 5:1
- 2 Graco 222-308 Bung Adapters 2"
- 2 Balcrank 3260-048 Mini-Filter/Regulator/Lubricators
- 3 Graco 241-791 Mounting Brackets
- 2 Graco 237-022 Oil Reels 50 Ft.
- 1 Graco 256-215 Digital Oil Control 16 Quart
- 1 Graco 207-738 Mechanical Preset Oil Control 60 Quart
- 1 Graco 225-014 Grease Pump Package 120lb.
- 1 Graco 237-034 Grease Reel 50 Ft.
- 1 Graco 242-056 Grease Control Valve
- 1 Graco 202-577 Grease Swivel

Miscellaneous Fittings, Hoses, Suction Tube

FILED WITH: SECRETARY OF STATE

5. ALTERNATIVE DESIGNATION [if applicable]	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING	
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable].	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [if applicable].			[ADDITIONAL FEE]	All Debtors	Debtor 1	Debtor 2

8. OPTIONAL FILER REFERENCE DATA

FILING OFFICER COPY

UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

REORDER FROM
Registré, Inc.
 844 BIRCH ST.
 P.O. BOX 416
 ANOKA, MN 55303
 (763) 421-1713



EXHIBIT

C-3

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

Pierce Atwood LLP

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Pierce Atwood LLP
1 New Hampshire Ave Ste 350
Portsmouth, NH 03801

File Number: 111222298524

Date Filed: 12/22/2011 3:51:37 PM

William M. Gardner
Secretary of State

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Page 1 of 2

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Fred Fuller Oil & Propane Co., Inc.				
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 12 Tracy Lane	CITY Hudson	STATE NH	POSTAL CODE 03051	COUNTRY USA
1d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION New Hampshire	1g. ORGANIZATIONAL ID#, if any 140571 <input type="checkbox"/> None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID#, if any <input type="checkbox"/> None

3. SECURED PARTY'S NAME(or Name of TOTAL ASSIGNEE) - insert only one name (3a or 3b)

3a. ORGANIZATION'S NAME Sprague Operating Resources, LLC				
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 2 International Drive, Ste. 200	CITY Portsmouth	STATE NH	POSTAL CODE 03801	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

The following properties, assets and rights of Fred Fuller Oil & Propane Co., Inc., wherever located, whether now owned or hereafter acquired or arising, and all proceeds and products thereof:

All personal and fixture property of every kind and nature including without limitation all goods (including inventory, equipment and any accessions thereto), instruments (including promissory notes), documents, accounts (including without limitation health-care-insurance receivables and other receivables), chattel paper (whether tangible or electronic), deposit accounts, letter-of-credit rights (whether or not the letter of credit is evidenced by a writing), commercial tort claims, securities and all other investment property, supporting obligations, any

5. ALTERNATE NAME DESIGNATION LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC

6. This FINANCING STATEMENT is to be filed [or record] (or recorded) in the REAL ESTATE RECORDS.

8. OPTIONAL FILER REFERENCE DATA

other contract rights or rights to the payment of money, insurance claims and proceeds, and all general intangibles (including all payment intangibles).



EXHIBIT

C-4

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

Pierce Atwood

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Pierce Atwood
1 New Hampshire Avenue, Suite 350
Portsmouth, NH 03801

File Number: 121210553510
Date Filed: 12/10/2012 2:17:16 PM
William M. Gardner
Secretary of State

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Page 1 of 2

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Fred Fuller Oil & Propane Co., Inc.				
OR	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 12 Tracy Lane	CITY Hudson	STATE NH	POSTAL CODE 03051	COUNTRY USA
1d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION New Hampshire	1g. ORGANIZATIONAL ID#, if any 140571 <input type="checkbox"/> None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID#, if any <input type="checkbox"/> None

3. SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (3a or 3b)

3a. ORGANIZATION'S NAME Sprague Operating Resources, LLC				
OR	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 2 International Drive, Ste. 200	CITY Portsmouth	STATE NH	POSTAL CODE 03801	COUNTRY USA

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The following properties, assets and rights of Fred Fuller Oil & Propane Co., Inc., wherever located, whether now owned or hereafter acquired or arising, and all proceeds and products thereof:

All personal and fixture property of every kind and nature including without limitation all goods (including inventory, equipment and any accessions thereto), instruments (including promissory notes), documents, accounts (including without limitation health-care-insurance receivables and other receivables), chattel paper (whether tangible or electronic), deposit accounts, letter-of-credit rights (whether or not the letter of credit is evidenced by a writing), commercial tort claims, securities and all other investment property, supporting obligations, any

5. ALTERNATE NAME DESIGNATION LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC

6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS.

8. OPTIONAL FILER REFERENCE DATA
19448/9564

other contract rights or rights to the payment of money, insurance claims and proceeds, and all general intangibles (including all payment intangibles). Notwithstanding any terms to the contrary, collateral will not include any vehicles.

Form 9

Notice of Other Lien Filing

Name and telephone number of contact (optional):	
Philip E. Lawrence, Director (603) 230-5908	
Return copy to: (name and mailing address)	
NH DEPT OF REVENUE ADMINISTRATION COLLECTION DIVISION PO BOX 454 CONCORD NH 03302-0454	
REF# CD 2012-3678 CO # 10	
Check one only:	
<input checked="" type="checkbox"/> Notice of filing of lien. <input type="checkbox"/> Notice of full release or discharge of lien. <input type="checkbox"/> Notice of change of lien.	

For Secretary

**File Number: 120215336823
Date Filed: 2/13/2012 4:30:00 PM**

**William M. Gardner
Secretary of State**

EXHIBIT*C-5*

INORD46012021400430136

No. of Pages 2 Pages



Department of Revenue Administration - Initial

1. Debtor Name: Insert only one debtor in 1a or 1b.

FRED FULLER OIL CO INC

1a Entity's Name

1b. Individual's Last Name First M.I. Suffix

12 TRACY LN

1c. Mailing Address

HUDSON NH USA 03051

City State Country Postal Code

2. Additional Debtor Name: Insert only one debtor in 2a or 2b.

2a Entity's Name

2b. Mailing Address

2b. Individual's Last Name First M.I. Suffix

City State Country Postal Code

3. Lienor's Name:

NH DEPARTMENT OF REVENUE ADMINISTRATION

3a Entity's Name

PO BOX 454

3c. Mailing Address

3b Individual's Last Name First M.I. Suffix

City State Country Postal Code

4. Type of lien/statutory authority (check one only):

<input type="checkbox"/> Federal Tax lien	<input checked="" type="checkbox"/> State Tax lien.	<input type="checkbox"/> Aircraft Registration lien.	<input type="checkbox"/> Employment Security lien.
<input type="checkbox"/> Child Support lien	<input type="checkbox"/> Hazardous Waste lien	<input type="checkbox"/> Housing Finance Authority lien.	
<input type="checkbox"/> Road Toll lien	<input type="checkbox"/> Writ of Attachment	<input type="checkbox"/> State Food Security Act lien	

5. Complete if filing is a release, discharge or change.

Filing Location of initial lien:

Filing of initial lien:

File Number assigned to initial lien:



STATE OF NEW HAMPSHIRE
DEPARTMENT OF REVENUE ADMINISTRATION
State of New Hampshire Tax Lien

TO: NH SECRETARY OF STATE

FRED FULLER OIL CO INC
 12 TRACY LN
 HUDSON NH 03051

CORPORATE

December 28, 2011
 PEIN 02-0433137
 CD # 2012-3678
 CO # J0

NOTICE AND DEMAND FOR PAYMENT

PURSUANT TO THE PROVISIONS OF RSA 21-J:28-C, THE FILING OF THIS NOTICE IN ACCORDANCE WITH RSA 454-B:2 CONSTITUTES A LIEN IN FAVOR OF THE STATE OF NEW HAMPSHIRE ON ALL REAL ESTATE, PERSONAL, ESTATE, PROPERTY INTEREST, RIGHTS AND CREDITS BELONGING TO THE ABOVE NAMED TO THE EXTENT NECESSARY TO SATISFY THE PAYMENT OF THE SUM DUE TOGETHER WITH ALL INTEREST, COSTS, AND ATTORNEY FEES WHICH ARE NOW DUE, OR MAY HEREAFTER ACCRUE. ANY LIEN FILED SHALL CONTINUE, AND SHALL BE VALID AND BINDING UNTIL LIABILITY FOR THE SUM, WITH INTEREST, COSTS AND ATTORNEY'S FEES WHICH ARE NOW DUE OR MAY HEREAFTER ACCRUE, OR SIX YEARS FROM THE DATE SUCH LIEN IS FILED, WHICHEVER IS EARLIER.

Assessment Date	Tax Type	Tax Period Ending	Tax Due	Penalties, Fees & Interests	Payments	Balance Due
08/23/11	BS	12/31/04	\$112,125.88	\$77,881.97	\$22,851.96	\$167,155.89
07/26/11	BS	12/31/05	\$45,007.00	\$2,761.53	\$45,069.00	\$2,699.53
WE HAVE MADE DEMAND FOR PAYMENT OF THIS LIABILITY, BUT IT REMAINS UNPAID. I HEREBY CERTIFY THE ABOVE TO BE A TRUE AND CORRECT AS ASSESSED AND SUBJECT TO ACCRUING INTEREST.				RECORDING FEES	\$39.90	
				TOTAL	\$169,895.32	

Philip E. Lawrence
 Philip E. Lawrence, Director

COLLECTION DIVISION
 (603) 230-5908

109 Pleasant Street, PO Box 454
 Concord, NH 03302-0454

UCC FINANCING STATEMENTFOLLOW INSTRUCTIONS (front and back) CAREFULLY
A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Brouillard & Brouillard, PLLC
16 Academy Street
Laconia, NH 03246

EXHIBIT

C-6

File Number: 121217558235
Date Filed: 12/14/2012 4:30:00 PM
William M. Gardner
Secretary of State

INORD56312121700150039

No. of Pages 3 Pages



UCC1

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME

Fred Fuller Oil & Propane Co., Inc.

OR	1b. INDIVIDUAL'S LAST NAME Fuller	FIRST NAME Frederick	MIDDLE NAME J.	SUFFIX
1c. MAILING ADDRESS 12 Tracy Lane	CITY Hudson	STATE NH	POSTAL CODE 03051	COUNTRY USA
1d. TAX ID #: SSN OR EIN ORGANIZATION DEBTOR	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
2d. TAX ID #: SSN OR EIN ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE	

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME

Raymond C. Green Funding, LLC

OR	3b. INDIVIDUAL'S LAST NAME Green	FIRST NAME Raymond	MIDDLE NAME C.	SUFFIX
3c. MAILING ADDRESS 111 Huntington Avenue, Suite 600	CITY Boston	STATE MA	POSTAL CODE 02199	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

Fuel oil bulk distribution facility including tanks, pumps and fuel oil loading apparatus located on premises at 13 Tracy Lane, Hudson, New Hampshire and 64 Primrose Drive, Laconia, New Hampshire.

See Schedule A attached hereto.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSEE/LESSOR	CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (or record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum <input type="checkbox"/> If applicable	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)	All Debtors	Debtor 1	Debtor 2		
8. OPTIONAL FILER REFERENCE DATA						

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME Fred Fuller Oil & Propane Co., Inc.		
OR 9b. INDIVIDUAL'S LAST NAME Fuller	FIRST NAME Frederick	MIDDLE NAME,SUFFIX J.

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME				
OR 11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
11d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any

 NONE12. ADDITIONAL SECURED PARTY'S or ASSIGNOR S/P'S NAME - Insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME				
OR 12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

16. Additional collateral description:

14. Description of real estate:

15. Name and address of a RECORD OWNER of above-described real estate
(If Debtor does not have a record interest):

17. Check only if applicable and check only one box.

Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

 Debtor is a TRANSMITTING UTILITY Filed in connection with a Manufactured-Home Transaction — effective 30 years Filed in connection with a Public-Finance Transaction — effective 30 years

SCHEDULE A

All contracts, fixtures, equipment, appliances, building materials, and other articles of personal property now or at any time hereafter placed on, attached to, incorporated in and/or installed in or used in any way in connection with the construction, use, operation and/or occupation of certain real estate at Hillsborough County, New Hampshire and/or any and all buildings or improvements now or hereafter erected thereon, whether now owned or hereafter acquired, including all additions, accessions, replacements or substitutions thereto or therefor, and all products and proceeds thereof (other than movable personal property owned by tenants of said real estate now or hereafter on said real estate) and all tax abatements with respect thereto.

ID # 26767v01/6385-111

1/24/00



File Number: 140124854252

Date Filed: 1/23/2014 4:30:00 PM

William M. Gardner
Secretary of State

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
Simon C. Leeming (603) 410-1500

B. E-MAIL CONTACT AT FILER (optional)
sleeping@preti.com

C. SEND ACKNOWLEDGMENT TO: (Name and Address)

Preti Flaherty Beliveau & Pachios, PLLP
PO Box 1318
Concord, NH 03302-1318

INORD49314012300280098

No. of Pages 8 Pages



UCC3

1a. INITIAL FINANCING STATEMENT FILE NUMBER
121217558235

1b. This FINANCING STATEMENT AMENDMENT is to be filed [or record]
(or recorded) in the REAL ESTATE RECORDS
Filer: attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13

2. TERMINATION: Effectiveness of the Financing Statement Identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement

3. ASSIGNMENT (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9
For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8

4. CONTINUATION: Effectiveness of the Financing Statement Identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5. PARTY INFORMATION CHANGE:

Check one of these two boxes:

This Change affects Debtor or Secured Party of record

AND Check one of these three boxes to:

CHANGE name and/or address: Complete

ADD name: Complete item

DELETE name: Give record name

item 6a or 6b; and item 7a or 7b and item 7c

7a or 7b, and item 7c

to be deleted in item 6a or 6b

6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME

Fred Fuller Oil & Propane Co., Inc.

OR

6b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

7. CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

7c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

8. COLLATERAL CHANGE: Also check one of these four boxes: ADD collateral DELETE collateral RESTATE covered collateral ASSIGN collateral
Indicate collateral:

See Exhibit A attached, with no other collateral being released.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment)
If this is an Amendment authorized by a DEBTOR, check here and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME

Raymond C. Green Funding, LLC

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

Green

Raymond

C.

10. OPTIONAL FILER REFERENCE DATA:

Exhibit A

All vehicles and rolling stock including without limitation as listed on Schedule A and Schedule B attached.

SCHEDULE A
List of Vehicles and Rolling Stock

Fred Fuller Oil Co, Inc.				VEHICLE LISTING				1/8/2014	
Vehicle #	Year	Make	Model	VIN Number		Plate #	GVW	Color	
2007	UTILITY	LAWN	NHTRO149744			T2097758	1,000	BLACK	
1993	Tug	Caterpillar	T19EU1659PMTRL023			T162684	8,000	Black	
2001	BLAW	MISC	5B1AS15201C000994			CE14198	9,200	Yellow	
2001	HYDR	MISC	IHCST25011120919			CE14161	2,800	Black	
2012	power	UTILITY	SLEDZ2272C1122091			T358233	7,000	BLACK	
1989	H&H	Utility tank	IH91016XF1018931			T368579	1,800	BLUR	
2011	COTC	UTILITY	4YMUL061XBQO75367			T337873	2,000	BLACK	

Fred Fuller Oil Co, Inc.				VEHICLE LISTING				1/8/2014	
Vehicle #	Year	Make	Model	VIN Number		Plate #	GVW	Color	
Transport Division				US DOT 381743					
T-1	2007	HEIL	TANK11	SHTAB43367RK72237		T190538		White	
T-2	1989	Fruehauf	Tank 10k	IH4704239KL029301		TK2516		White	
T-3	1989	Fruehauf	Tank 10k	IH4704231LL000101		T170832		White	
T-4	2002	Polar	Tank 12k	IPMA243323003129		T14043		Aluminum	
T-5	2002	Polar	Tank 12k	IPMA243323003130		T14042		Aluminum	
T-6	2009	Beger	Lowbed	I121BX3779L072580		T268914		Black	
T-7	2001	Heil	Tank 12K	SHTAB46581JL65411		T287617		Aluminum	
T-8	2011	MTC	Propane tank	1M9PTOX37DH335044		T316086		White	
2	2013	Froehl	Tractor	1FUJGCLDR7DMFA4434		[REDACTED]	80,000	BL/Wht	
3	2007	Mack	Tractor	IM1AJ07Y7RN009337		[REDACTED]	80,000	BL/Wht	
4	2007	Mack	Tractor	IM1AJ07Y7ZN009336		[REDACTED]	80,000	BL/Wht	
5	2007	Mack	Tractor	IM1AJ07Y57N009333		[REDACTED]	80,000	BL/Wht	
6	2008	Mack	Tractor	IM1AN07Y1BN001285		[REDACTED]	80,000	BL/Wht	
7	2009	Freight	Tractor	1FUJGEDRX9LAL9787		[REDACTED]	80,000	BL/Wht	
8	2004	Mack	Tractor	(M1AA18Y64N155730		[REDACTED]	80,000	BL/Wht	
9	2010	Freight	Tractor	1FUJGBBQ3ASAT6967		[REDACTED]	80,000	DL/WHT	

Fred Fuller Oil Co., Inc.				VEHICLE LISTING			1/8/2014		
Vehicle #	Year	Make	Model	VIN Number	Plate #	GVW	Color		
Hudson Retail Delivery									
11	1990	Ford	Tank 3k	1FDXR82A3JVA48314	AB2037	33,000	Blue		
17	2002	Sterling	Tank 3k	2PZAAKAK32AJ74507	AF2969	33,000	Bl/Wh		
18	2010	Frt.	Tank3k	1PVACXDS9AHAR0388	AF2968	33,000	Bl/Wh		
20	2000	Frt.	Tank 2k	1PVGHEBA2YHG09803	AB5609	33,000	Bl/Wh		
21	2010	Frt.	Tank3k	1FVACXB57AHAR0390	AF2967	33,000	Bl/WT		
22	2011	Frt.	Tank3k	1FVACXB59BDAY2331	AF3576	33,000	Bl/WT		
23	2011	Frt.	Tank3k	1PVACXD50BDAY2332	AF3577	33,000	Bl/WH		
24	2004	Sterling	Tank 3k	2FZACOAK55AM86195	AB2024	33,000	Bl/Wh		
25	2004	Sterling	Tank 3k	2FZACOAK14AN03148	AF2216	33,000	Bl/W		
26	2005	Sterling	Tank 3k	2FZACGDC35AN91142	AF2215	33,000	Bl/Wh		
32	2005	Sterling	Tank 3k	2FZACGDC55AN91672	AE8791	33,000	Blus		
33	2005	Sterling	Tank 3k	2FZACGDC55AU74761	AE8793	33,000	Blus		
35	2010	Frt.	Tank3k	1FVACXB59AHAR0391	AF2964	33,000	BLWT		
36	2005	Sterling	Tank 3k	2FZACGDC75AN91144	AE7851	33,000	Bl/Wh		
39	2006	Sterling	Tank 3k	2FZACODC95AV89591	AD3693	33,000	Bl/Wh		
44	1998	Ford	Tank 3k	1FDXN80F3WVA36436	AE0365	33,000	Blus		
45	1998	Ford	Tank 3k	1FDXN80F1WVA36435	AT0366	33,000	Blus		
48	2002	Sterling	Tank 3k	2PZAAKAK61AJ33562	AF2965	33,000	Bl/Wh		
51	2002	Sterling	Tank 3k	2FZAAKAK62AJ33546	AF2967	33,000	Bl/Wh		
52	1999	Ford	Tank 3k	3FEXFB016XMA04041	AB4483	33,000	Bl/Wh		
54	2002	Sterling	Tank 3k	2PZAAKAK92AJ74785	AE461B	33,000	Bl/Wh		
57	2007	Sterling	Tank3k	2FZACGDC87AZ53887	AF2966	33,000	Bl/Wh		
58	2007	Sterling	Tank3k	2FZACGDCX7AZ53889	AF2967	33,000	Bl/Wh		
59	2010	Frt.	Tank3k	1FVACXB50AHAR0389	AF2968	33,000	Bl/Wh		
61	2002	WSTR	Tank32k	2WLHIALAS62KJ89737	AF2211	54,000	BLWH		
62	1991	INTL	TANK3K	IHTSDZTN3MH320703	AF4207	33,000	BLWH		
63	1998	INTL	Tank3k	IHTSDAANS/H565435	AF4209	33,000	BLW		

Fred Fuller Oil Co., Inc.				VEHICLE LISTING			1/8/2014		
Vehicle #	Year	Make	Model	VIN Number	Plate #	GVW	Color		
Hudson Service Department									
S14	2003	Chevy	3500	1GBJG31UXJ1174079	1819707	7,300	White		
S15	2004	Chevy	Express	1GCCGG29V961209793	2373511	7,300	White		
S18	2001	Chevy	Q3300	1GCCHG1RX11201918	1818992	9,500	White		
S19	2006	Chevy	Express	1GCCGG25V571108502	2730002	7,300	White		
S20	2006	Chevy	Express	1GCCFO1SX761261422	1185462	6,300	White		
S22	2006	Ford	E 250 Van	1FTNE24W36DA13751	79864	6,600	White		
S23	2000	Ford	Cube Van	1FDWE35F4VHA12591	1111518	6,706	White	DELIVERIES	
S27	2008	Chevy	Express	1GCCGG25G6W1187520	1185460	7,300	White		
S28	2000	Chevy	Box Van	1GBJG31RXY1121773	617910	7,300	White	DELIVERIES	
S31	2002	Chevy	Express	1GBJG31R621245904	1760936	8,600	White		
S32	2002	Chevy	3500	1GBH031R021142833	617943	9,300	White		
S35	2003	Ford	ECONO	1FTNE24L73H844075	617940	7,400	White	Haz-MAT	
S36	2003	Chevy	VAN	1GBJG31U091163097	1991082	12,000	White		
S37	2007	Ford	van	1FTNE24W97DA40940	2754231	8,603	White		
S42	2005	Chevy	Express	1GCCGG25V231101052	2038308	7,300	White		
S43	2008	Ford	E250van	1FTNE24W28DA81945	2879363	8,600	White		
S49	2001	Chevy	3500	1GBH031R411230357	1336963	12,000	White		
S50	2008	Ford	E250 Van	1FTNE24W08DA81961	2879562	8,600	White		
S51	2007	FORD	E250 Van	1FTNE24WX7DA29512	2729980	8,600	White		
S53	2007	Ford	E250 van	1FTNE24W27DA49088	1257552	8,600	White		
S34	2002	Chevy	3500 Box	1GBH031R821128386	1462904	9,800	White		
S59	2003	Ford	E250	1FTNE24L031A32976	3210384	7,200	White	off road	

Fred Fuller Oil Co., Inc.				VEHICLE LISTING			1/8/2014		
Vehicle #	Year	Make	Model	VIN Number	Plate #	GVW	Color		
Mildred Retail Delivery									
10	2003	Sterling	Tank 3k	2PZACOAK93AK50028	[REDACTED]	33,000	Bl/Wh		
12	2002	Sterling	Tank 3k	2FZAAKAK32AJ74796	[REDACTED]	33,000	Bl/Wh		
29	2000	Ford	Tank 3k	3FDXF75R5YMA02330	[REDACTED]	33,000	Blue		
49	2001	Sterling	Tank 3k	2FZAAKAKX1AJ33564	[REDACTED]	33,000	Bl/Wh		

Fred Fuller Oil Co., Inc.				VEHICLE LISTING			1/8/2014		
Vehicle #	Year	Make	Model	VIN Number	Plate #	GVW	Color		
Lscoola	Administration								
LS56	2000	Ford	F150 PU	1FTPX1BL1YNA48538	J037062	5,515	white	Bob White	
LS16	2001	Ford	F250	1FTNF20L21JB72437	J660018	8,800	White	Buster Mechanic	
LS 6	2004	Ford	F350	1FTFX3JL94EB21083	HEAT	9,900	White	Fred Reed	
LS 59	2005	Ford	Sport Trac	1FMZU77K75UB36639	J037061	5,840	Blue	Kerry Matson	

Fred Fuller Oil Co., Inc.				VEHICLE LISTING			1/8/2014		
Vehicle #	Year	Make	Model	VIN Number	Plate #	GVW	Color		
Lscoola Retail Delivery				US DOT 381743					
L14	2000	Sterling	Tank 3k	2FVWVJWDA3YAF59171	AB9315	33,000	BU/Wh		
L15	2002	Sterling	Tank 3k	2FZAAKAK12AJ74506	AB3605	33,000	BU/Wh		
L-16	2004	Sterling	Tank 3k	2FZACGAK34AM86174	AB2023	33,000	BU/Wh		
L27	2004	Sterling	Tank 3k	2PZACGDC84AN18458	AB2013	33,000	BU/Wh		
L28	2002	Sterling	Tank 3k	2PZAAKAK12AJ74795	AB5608	33,000	Blue		
L30	2005	Sterling	Tank 3k	2PZACGDC35AU73760	AB8792	33,000	Blue		
L31	2006	Sterling	Tank 3k	2PZACGDC26AV89593	AD3511	33,000	BU/Wh		
L-34	2010	Fiat	Tank 3k	1FVACXBS7AHAR0387	AP2965	33,000	BU/Wh		
L37	2003	Sterling	Tank 3k	2PZACGDC95AN91143	AE7852	33,000	BU/Wh		
L-40	2011	Fiat	Tank3k	1FVACXB57BDAV1330	AD9004	33,000	BL/WH		
L42	1998	Ford	Tank 3k	EDXXN80P3WVA26731	AE0363	33,000	Blue		
L43	1998	Ford	Tank 3k	1PDXN80F3WY1A26730	AB0364	33,000	Blue		
L46	2002	Sterling	Tank 3k	2PZAAKAK32AJ33532	AB4478	33,000	BU/Wh		
L47	2002	Sterling	Tank 3k	2PZAAKAK52AJ33537	AP4484	33,000	BU/Wh		
L50	2002	Sterling	Tank 3k	2PZAAKAK82AJ33547	AE4482	33,000	BU/Wh		
L53	2002	Sterling	Tank 3k	2PZAAKAK52AJ33340	AB1521	33,000	BU/Wh		
L56	2007	Sterling	Tank 3k	2PZACGDC67AZ33886	AF1520	33,000	BU/Wh		
L-50	1999	Fiat	Tank3k	1FVX1CB7XHA18853	AP2210	54,000	BL/WH		
L-64	1997	INTL	Tank3k	1HTSDAAN3VH450959	AP4208	33,000	BU/Wh		
L-65	2003	PTRB	Tank3k	2NTPNHD7XX3M809R23	AP2010	33,000	BU/Wh		

Fred Fuller Oil Co., Inc.				VEHICLE LISTING			1/8/2014		
Vehicle #	Year	Make	Model	VIN Number	Plate #	GVW	Color		
Lscoola Service									
LS10	1997	Ford	E250	1FDKE37F7VHA75837	J660935	8,000	White	DELIVERIES	
LS11	1997	Ford	F350	1FDKF38G9VBA89630	J372427	11,000	White	pflow bridgewater offroad	
LS12	2008	Chevy	Express	1GCGG25CS8178744	1237551	2,300	white		
LS21	2008	Ford	E250	1FTNE24W08DAE1938	2879365	8,600	White		
LS23	2002	Chevy	3500	1GBR031R521146103	617920	9,500	White		
LS26	2002	Ford	E250 Van	1FTNE24162HA77709	617922	6,067	White		
LS29	2007	Ford	E350SD	1FDWE33L92DA88304	3044812	11,500	White		
LS30	2001	Chevy	Express	1GCHQ39R311202876	1818968	9,500	White		
LS40	2004	Ford	E250	1FTNE24L14HA80553	2391438	8,600	White		
LS41	2000	Ford	E350	1FDWE33L5YHA91050	1646040	10,000	White	HAZ-MAT	
LS46	2008	Ford	E250 Van	1FTNE24W78DA81942	2879564	8,600	White		
LS55	1999	Chevy	express	1GBHG31R7X1110017	1420687	8,000	White		
LS57	2005	Chevy	G30	1GBHG31R421152331	481590	8,000	White		
LS 58	2003	Ford	E250 Van	1FTNS24L73HB14523	1237353	8,600	White	o	

Fred Fuller Oil Co., Inc.				VEHICLE LISTING			1/8/2014		
Vehicle #	Year	Make	Model	VIN Number	Plate #	GVW	Color		
Hudson Shop and Maintenance Vehicles									
	2001	New Ho	Backhoe	31027827	CB21386	24,000	YELLOW	Shop	
S3	2000	Chevy	Pickup	10DGC24RXYF483352	1257554	8,000	White	Shop	
S4	2001	Chevy	G3500	10BKC34P11M1106492	617920	9,700	White	Shop	
S5	2003	Chevy	Dump	1GBHK39L993E178331	PUL01H	11,400	White	Shop	
LS 8	2000	Ford	F-150	1FTIPX1BL3YNA48539	2949250	6,000	Silver Gray	Off Road Milford plow	
S9	2004	Ford	Ranger	1FTZK43E94TA15430	2056347	5,000	White	John	
S13	2002	Ford	F250	1FTNF21L22EC18178	1819706	8,000	White	Bob	
S5	1996	Ford	F800	1PDNT80C9TVA16634	1291361	22,440	White	Ramp truck/Shop	
	2003	Chrysler	PT Cruiser	3C4YV48U33T594090	2056348	4,070	Blue	IT Division	
	2004	Chrysler	PT Cruiser	3C8FY780Y71286840	2303322	4,070	White	Oren	
Tr-66	2009	INTL	DUMP	1HTSDAAR5YH234828	AF4468	33,000	BL/WH	Shop	
	2010	Ford	F-150	1FTFW1EV4AFA40020	FULLERI	6,800	Grey	Byron	
	2007	Ford	Sport Trac	1FMZU93867UD38441	2879641	6,107	SILVER	Lenny	

VEHICLE LISTING							1/8/2014
Vehicle #	Year	Make	Model	VIN Number	Plate #	GVW	Color
Propane Division				US DOT 381743			
P-7	2001	Dodge	Ram P/U	3B6GMF16391M55485	617934	6,365	BL/WH
P-70	2001	Ford	F350SD	1FDWF3753L1ED33320	1097611	12,500	BL/WHITE
P-71	2011	FRHT	M2106	1FVACXBS8BDVA2V34	AF3319	33,000	BL/WH
P-72	2005	FRHT	M2106v	1FVACXDC45HUL1083	AF3321	33,000	BL/WH
P-73	2011	FRHT	M2106	1FVACXBS2BDVA2V33	AF3320	33,000	BL/WH
P-74	2008	GMC	C6500	1GDJ7H1C9YJ52337	3008781	25,940	BL/WH
P-75	2012	FRHT	M2106	1FVACXBS0CHDPA002	AF5055	33,000	BU/WH
P-76	2012	FRHT	M2106	1FVACXB186CHBN005		33,000	BL/WH

SCHEDULE B
Perfected Vehicles

<u>Count</u>	<u>Vehicle #</u>	<u>Year</u>	<u>Make</u>	<u>Model</u>	<u>VIN Number</u>	<u>Plate #</u>	<u>GVW</u>	<u>Color</u>
1	P-71	2011	FRHT	M2106	1FVACXBS4BDAV2334	AF3319	33,000	BLIWH
2	P-72	2005	FRHT	M2106v	1FVACXDC45HU 11083	AF3321	33,000	BLIWH
3	P-73	2011	FRHT	M2106	1FVACXBS2BDAV2333	AF3320	33,000	BLIWH
4	P-74	2000	GMC	C6500	IGDJ7HIC9YJ528337	3008781	25,940	BLIWH
5	P-75	2012	FRHT	M2106	1FVACXBSOCHBD0002	AF5055	33,000	BLIWH
6	P-76	2012	FRHT	M2106	1FVACXBS6CHBD005		33,000	BLIWH
7	L14	2000	Sterling	Tank3k	2FWWJWDA3Y AF59171	AB8315	33,000	
8	LIS	2002	Sterling	Tank3k	2FZAAKAK12AJ74506	AE5605	33,000	Bl/Wh
9	L-16	2004	Sterling	Tank3k	2FZACGAK34AM86174	AB2023	33,000	Bl/wh
10	L27	2004	Sterling	Tank3k	2FZACGDC84AN18458	AB2035	33,000	Bl/Wh
11	L28	2002	Sterling	Tank3k	2FZAAKAK12AJ74795	AB5608	33,000	Blue
12	L30	2005	Sterling	Tank3k	2FZACGDC35AU74760	AE8792	33,000	Blue
13	L31	2006	Sterling	Tank3k	2FZACGDC26A V89593	AD5511	33,000	BIIWh
14	L-34	2010	Frht.	Tank3k	1FVACXB7 AHAR0387	AF2965	33,000	BIIWh
15	L37	2005	Sterling	Tank3k	2FZACGDC95AN91145	AE7852	33,000	BI/Wh
16	L-40	2011	Frht.	Tank3k	1FVACXB7BDAV2330	AD9008	33,000	BL/WH
17	L46	2002	Sterling	Tank3k	2FZAAKAK32AJ33536	AE4478	33,000	Bl/Wh
18	L47	2002	Sterling	Tank3k	2FZAAKAK52AJ33S37	AE4484	33,000	BI/Wh
19	LSO	2002	Sterling	Tank3k	2FZAAKAK82AJ33547	AE4482	33,000	Bl/Wh
20	L53	2002	Sterling	Tank3k	2FZAAKAK52AJ33540	"Q8:28t	33,000	Bl/Wh
21	L56	2007	Sterling	Tank3k	2FZACGDC67 AZ53886	AF1526	33,000	BIIWh
22	L-65	2003	PTRB	Tank3k	2NPNHD7XX3M809823	AF2010	33,000	BI/Wh
23	T-I	2007	HEIL	Tank11	5HTAB433677K72237	T190538		White
24	T-2	1989	Fruehauf	Tank 10k	1H4T04239KL029301	TK2516		White
25	T-3	1989	Fruehauf	Tank 10k	1H4T04231LL003101	T170832		White
26	T-4	2002	Polar	Tank 12k	1PMA2453525003129	TR4043		Aluminum
27	T-5	2002	Polar	Tank 12k	1PMA2453525003130	TR442		Aluminum
28	T-6	2009	Eager	Lowbed	112LBX3779L072580	T268914		Black
29	T-7	2001	Heil	Tank 12k	5HTAB463817L65411	T287617		Aluminum
30	T-8	2011	MTC	Propane	1M9PTOX37BH35544	T346086		White
31	2	2013	Freight	Tank			80,000	BL/WH
32	3	2007	Mack	Tractor	1M1AJ07Y97N009337	6914AR	80,000	Bl/Wh
33	4	2007	Mack	Tractor	1M1AJ07Y77N009336	6805AR	80,000	Bl/Wh
34	5	2007	Mack	Tractor	1M1AJ07Y57N009335	8941AP	80,000	BVWh
35	6	2008	Mack	Tractor	1M1ANO7Y18N001285	8073AR	80,000	Bl/Wh
36	7	2009	Freight	Tractor	1FUJGEDRX9LAL9787	AP1748	80,000	Bl/Wh
37	8	2004	Mack	Tractor	1M1AA18Y64N155730	I832AR	80,000	BVWh
38	9	2010	Freight	Tractor	1FUJGEBG3ASAT6967	AP1921	80,000	BL/WH

39	17	2002	Sterling	Tank 3k	2FZAAKAK32AJ74507		33,000	BVWh
40	18	2010	Frht.	Tank 3k	1FVACXBS9AHAR0388	AF2968	33,000	Bl/Wh
41	20	2000	Frht.	Tank 3k	1FV6HFBA2YHG09803	AE5609	33,000	BVWh
42	21	2010	Frht.	Tank 3k	1FVACXBS7AHAR0390	AF2967	33,000	BL/WT
43	22	2011	Frht.	Tank 3k	1FUACXBS9BDAV2331	AF3576	33,000	BL/WT
44	23	2011	Frht.	Tank 3k	1FVACXBSOBDAV2332	AF3577	33,000	BL/WH
45	24	2004	Sterling	Tank 3k	2FZACGAK54AM86175	AB2024	33,000	Bl/Wh
46	25	2004	Sterling	Tank 3k	2FZACGAK14ANO3148	AB5216	33,000	Bl/Wh
47	26	2005	Sterling	Tank 3k	2FZACGDC35AN91142	AE8791	33,000	Bl/Wh
48	32	2005	Sterling	Tank 3k	2FAZCGDCXSAN91672		33,000	Blue
49	33	2005	Sterling	Tank 3k	2FZACGDC55AU74761	AE8793	33,000	Blue
50	35	2010	Frht.	Tank 3k	1FVACXBS9AHAR0391	AF2964	33,000	BL/WT
51	36	2005	Sterling	Tank 3k	2FZACGDC75AN91144	AE7851	33,000	Bl/Wh
52	39	2006	Sterling	Tank 3k	2FZACGDC96AV89591	AD3693	33,000	Bl/Wh
53	48	2002	Sterling	Tank 3k	2FZAAKAK61AJ33562		33,000	Bl/Wh
54	51	2002	Sterling	Tank 3k	2FZAAKAK62AJ33546	AB4483	33,000	Bl/Wh
55	54	2002	Sterling	Tank 3k	2FZAAKAK92AJ74785		33,000	Bl/Wh
56	57	2007	Sterling	Tank 3k	2FZACGDC87AZ53887	AF2966	33,000	Bl/Wh
57	58	2007	Sterling	Tank 3k	2FZACGDCX7AZ53888	AF2211	33,000	Bl/Wh
58	59	2010	Frht.		1FVACXBSOAHAR0389	AF4207	33,000	Bl/Wh
59	61	2002	WSTR	Tank 52k	2WLHALAS62KJ89737	AF4209	54,000	BL/WH
60	10	2003	Sterling	Tank 3k	2FZACGAK93AK50028		33,000	Bl/Wh
61	12	2002	Sterling	Tank 3k	2FZAAKAK32AJ74796	AP1575	33,000	Bl/Wh
62	29	2000	FORD	Tank 3k	3FDXF75RSYMA02330	AP1925	33,000	Blue
63	49	2001	Sterling	Tank 3k	2FZAAKAKX1AJ33564	AP1576	33,000	Bl/Wh

EXHIBIT*C-7***UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

Denis Robinson

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Denis Robinson
 Pierce Atwood LLP, 1 New Hampshire Ave #350
 Portsmouth, NH 03801

File Number: 140116848982
 Date Filed: 1/16/2014 3:31:40 PM
 William M. Gardner
 Secretary of State

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Page 1 of 1

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME

Fred Fuller Oil & Propane, Co., Inc.

OR

1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS 12 Tracy Lane	CITY Hudson	STATE NH	POSTAL CODE 03051		
1d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION New Hampshire	1g. ORGANIZATIONAL ID#, if any 140571	<input type="checkbox"/> None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY	
2d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID#, if any	<input type="checkbox"/> None

3. SECURED PARTY'S NAME (or Name of TOTAL ASSIGNEE) - insert only one name (3a or 3b)

3a. ORGANIZATION'S NAME

OR

Sprague Operating Resources, LLC

3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 185 International Drive	CITY Portsmouth	STATE NH	POSTAL CODE 03801	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

All vehicles and rolling stock of the Debtor, whether now existing or hereafter acquired, and all proceeds thereof.

5. ALTERNATE NAME DESIGNATION LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS.8. OPTIONAL FILER REFERENCE DATA
19448-9564 (Rolling Stock)



**State of New Hampshire
Department of State
William M. Gardner**

EXHIBIT

D

tabbing

November 12, 2014

Date Searched: 11/12/2014 09:37 AM **Search Criteria:** Filing Status: UnLapsed Only; Include Records: Exact Match; Org Name: fredfulleroil
Searched By: 12376
Filing Chains: 3
Good Through Filing Date: 11/07/2014 11:59 PM

Filing Chain #: 1
Original File #: 140106840372

Lapse Date: 01/02/2019
Alt Filing Type:

File Number	Filing Date	Type	Page Count
140106840372	1/2/2014 4:30 PM	UCC1	9

Debtor(s):

Commercial:	FRED FULLER OIL & PROPANE CO., INC. 12 TRACY LANE Hudson, NH 03051
Commercial:	FRED FULLER OIL & PROPANE COMPANY 12 TRACY LANE Hudson, NH 03051
Commercial:	FRED FULLER OIL 12 TRACY LANE Hudson, NH 03051
Commercial:	FRED FULLER OIL & PROPANE CO 557 MAYHEW TURNPIKE, RTE 3A Bristol, NH 03222
Commercial:	FRED FULLER OIL & PROPANE CO 6 CRYSTAL AVENUE Derry, NH 03038
Commercial:	FRED FULLER OIL & PROPANE CO 700 MAST ROAD Goffstown, NH 03045
Commercial:	FRED FULLER OIL & PROPANE CO 64 PRIMROSE N DRIVE Laconia, NH 03246
Commercial:	FRED FULLER OIL & PROPANE CO, INC 419 NASHUA ROAD Milford, NH 03055
Commercial:	FRED FULLER OIL & PROPANE CO, INC 268 WHITTER HIGHWAY, RTE 25 Moultonboro, NH 03254
Commercial:	FREF FULLER OIL & PROPANE CO. INC

Good Through Filing Date: 11/07/2014 11:59 PM

77 PARK STREET
Northfield, NH 03276

Secured Parties:

Commercial: CORPORATION SERVICE COMPANY, AS REPRESENTATIVE
PO BOX 2576
Springfield, IL 62708

File Number	Filing Date	Type	Page Count
140114847332	1/13/2014 4:30 PM	Termination	1

Debtor(s):

Secured Parties:

Filing Chain #: 2 **Lapse Date:** 02/13/2018
Original File #: 120215336823 **Alt Filing Type:**

File Number	Filing Date	Type	Page Count
120215336823	2/13/2012 4:30 PM	Department of Revenue Administration - Initial	2

Debtor(s):

Commercial: FRED FULLER OIL CO INC
12 TRACY LN
Hudson, NH 03051

Secured Parties:

Commercial: NH Department of Revenue
PO Box 454
Concord, NH 03302

Commercial: NH Department of Revenue
PO Box 454
Concord, NH 03302

Filing Chain #: 3 **Lapse Date:** 02/22/2015
Original File #: 20100003933B **Alt Filing Type:** UCC

File Number	Filing Date	Type	Page Count
20100003933B	2/22/2010 4:30 PM	UCC1	1

Debtor(s):

Commercial: Fred Fuller Oil Company, Inc.
55 Bay Street
Laconia, NH 03246

Good Through Filing Date: 11/07/2014 11:59 PM

Secured Parties:

Commercial: Windward Petroleum, Inc.
1064 Goffs Falls Road
Manchester, NH 03103



State of New Hampshire
Department of State
 William M. Gardner
Liens Filing Search Results Report

November 12, 2014

EXHIBIT

Tables

E

Date Searched: 11/12/2014 09:23 AM **Search Criteria:** Filing Status: UnLapsed Only; Include Records: Exact Match; Org Name: fredfulleroil&propanecoinc
Searched By: 12376
Filing Chains: 5

Good Through Filing Date: 11/07/2014 11:59 PM

Filing Chain #: 1	Lapse Date: 01/02/2019
Original File #: 140106840372	Alt Filing Type:

File Number	Filing Date	Type	Page Count
140106840372	1/2/2014 4:30 PM	UCC1	9

Debtor(s):

- Commercial: FRED FULLER OIL & PROPANE CO., INC.
12 TRACY LANE
Hudson, NH 03051
- Commercial: FRED FULLER OIL & PROPANE COMPANY
12 TRACY LANE
Hudson, NH 03051
- Commercial: FRED FULLER OIL
12 TRACY LANE
Hudson, NH 03051
- Commercial: FRED FULLER OIL & PROPANE CO
557 MAYHEW TURNPIKE, RTE 3A
Bristol, NH 03222
- Commercial: FRED FULLER OIL & PROPANE CO
6 CRYSTAL AVENUE
Derry, NH 03038
- Commercial: FRED FULLER OIL & PROPANE CO
700 MAST ROAD
Goffstown, NH 03045
- Commercial: FRED FULLER OIL & PROPANE CO
64 PRIMROSE N DRIVE
Laconia, NH 03246
- Commercial: FRED FULLER OIL & PROPANE CO, INC
419 NASHUA ROAD
Milford, NH 03055
- Commercial: FRED FULLER OIL & PROPANE CO, INC
268 WHITTER HIGHWAY, RTE 25
Moultonboro, NH 03254
- Commercial: FREF FULLER OIL & PROPANE CO, INC

Good Through Filing Date: 11/07/2014 11:59 PM

77 PARK STREET
Northfield, NH 03276

Secured Parties:

Commercial: CORPORATION SERVICE COMPANY, AS REPRESENTATIVE
PO BOX 2576
Springfield, IL 62708

File Number	Filing Date	Type	Page Count
140114847332	1/13/2014 4:30 PM	Termination	1

Debtor(s):

Secured Parties:

Filing Chain #: 2 **Lapse Date:** 12/22/2016
Original File #: 111222298524 **Alt Filing Type:** UCC

File Number	Filing Date	Type	Page Count
111222298524	12/22/2011 3:51 PM	UCC1	1

Debtor(s):

Commercial: Fred Fuller Oil & Propane Co., Inc.
12 Tracy Lane
Hudson, NH 03051

Secured Parties:

Commercial: Sprague Operating Resources, LLC
2 International Drive, Ste. 200
Portsmouth, NH 03801

Filing Chain #: 3 **Lapse Date:** 12/10/2017
Original File #: 121210553510 **Alt Filing Type:** UCC

File Number	Filing Date	Type	Page Count
121210553510	12/10/2012 2:17 PM	UCC1	1

Debtor(s):

Commercial: Fred Fuller Oil & Propane Co., Inc.
12 Tracy Lane
Hudson, NH 03051

Secured Parties:

Commercial: Sprague Operating Resources, LLC
2 International Drive, Ste. 200
Portsmouth, NH 03801

Date Searched: 11/12/2014 09:23 AM **Search Criteria:** Filing Status: UnLapsed Only; Include Records: Exact Match; Org Name: fredfulleroil&propanecoinc
Searched By: 12376
Filing Chains: 5

Good Through Filing Date: 11/07/2014 11:59 PM

Filing Chain #: 4	Lapse Date: 12/14/2017
Original File #: 121217558235	Alt Filing Type:

File Number	Filing Date	Type	Page Count
121217558235	12/14/2012 4:30 PM	UCC1	3

Debtor(s):

Commercial: FRED FULLER OIL & PROPANE CO., INC.
12 TRACY LANE
Hudson, NH 03051

Secured Parties:

Commercial: RAYMOND C. GREEN FUNDING, LLC
111 HUNTINGTON AVENUE, SUITE 600
Boston, MA 02199

File Number	Filing Date	Type	Page Count
140124854252	1/23/2014 4:30 PM	Amendment (Collateral) - Delete	8

Debtor(s):

Secured Parties:

Filing Chain #: 5	Lapse Date: 01/15/2019
Original File #: 140115848982	Alt Filing Type: UCC

File Number	Filing Date	Type	Page Count
140115848982	1/15/2014 3:31 PM	UCC1	1

Debtor(s):

Commercial: Fred Fuller Oil & Propane, Co., Inc.
12 Tracy Lane
Hudson, NH 03051

Secured Parties:

Commercial: Sprague Operating Resources, LLC
185 International Drive
Portsmouth, NH 03801